

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)

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**ORDER AUTHORIZING THE OFFICIAL COMMITTEE
OF EQUITY SECURITY HOLDERS TO FILE A
REDACTED VERSION OF ITS SECOND SUPPLEMENTAL
OBJECTION TO DEBTORS' EXPEDITED MOTION FOR
ORDER AUTHORIZING AND APPROVING THE EQUITY
PURCHASE AND COMMITMENT AGREEMENT
PURSUANT TO SECTIONS 105(a), 363(b), 503(b) AND
507(a) OF THE BANKRUPTCY CODE AND THE PLAN
FRAMEWORK SUPPORT AGREEMENT PURSUANT TO
SECTIONS 105(a), 363(b), AND 1125(e) OF THE
BANKRUPTCY CODE**

Upon the *ex parte* motion (the "Ex Parte Motion") of the official committee of equity security holders (the "Equity Committee") of Delphi Corporation ("Delphi") and the other above-captioned debtors (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for an order granting the Equity Committee leave to file a redacted version of its second supplemental objection (the "Second Supplemental Objection") to the Debtors' expedited motion for an order authorizing and approving the Equity Purchase and Commitment Agreement pursuant to Sections 105(a), 363(b), 503(b) and 507(a) of the Bankruptcy Code and the Plan Framework Support Agreement pursuant to Sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code, which was filed with this Court on December 18, 2006;

And it appearing that this Court has jurisdiction over the Ex Parte Motion pursuant to 28 U.S.C. § 1334, and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

And notice of the Ex Parte Motion having been given in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures entered by this Court on March 17, 2006 (Docket No. 2883), as amended (the "Case Management Order");

And it appearing that no other or further notice of the Ex Parte Motion need be given;

And good and sufficient cause appearing therefor, it is

ORDERED that the Ex Parte Motion is GRANTED; and it is further

ORDERED that, pursuant to section 107(b)(1) of the Bankruptcy Code and Bankruptcy Rule 9018, the Equity Committee is authorized to file a redacted version of the Supplemental Objection, and the Clerk of the United States Bankruptcy Court is directed to accept the Second Supplemental Objection for filing under seal pursuant to General Order M-242 (Revised Electronic Filing Procedures) of the United States Bankruptcy Court for the Southern District of New York, dated January 19, 2001; and it is further

ORDERED that, consistent with the Stipulation and Agreed Protective Order Governing Production and Use of Confidential and Highly Confidential Information in Connection with the Debtors' Expedited Motion for Order Authorizing and Approving the Equity Purchase and Commitment Agreement Pursuant to Sections 105(a), 363 (b), and 507(a) of the Bankruptcy Code and the Plan Framework Support Agreement Pursuant to Sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code, the Equity Committee will serve copies of the unredacted Second Supplemental Objection on (a) the Court, (b) the Office of the United States Trustee for the Southern District of New York, (c) counsel to the Debtors, (d) counsel to

the Official Committee of Unsecured Creditors, (e) counsel to the Ad Hoc Committee of Trade Creditors, (f) counsel to Appaloosa Management, L.P. and Harbinger Capital Partners, LLC, (g) counsel to Cerberus Capital Management, L.P., (h) counsel to Merrill Lynch, Pierce, Fenner & Smith, Incorporated, (i) counsel to UBS Securities LLC, (j) counsel to General Motors Corporation, (k) counsel to Highland Capital Management, LP, (l) counsel to the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers, Communications Workers of America, (m) counsel to the International Union of Operating Engineers Local Union Nos. 18S, 101S and 832S, and (n) counsel to the International Brotherhood of Electrical Works Local 663 and International Association of Machinists and Aerospace Workers District 10, with a copy to Chambers; and it is further

ORDERED that a redacted copy of the Second Supplemental Objection shall be filed with the Court and served in accordance with the Case Management Order; and it is further

ORDERED that this Court shall retain jurisdiction to interpret and enforce the terms of this Order; and it is further

ORDERED that any and all further notice of the relief granted by this Order be, and it hereby is, dispensed with and waived.

Dated: New York, New York
January 9, 2007

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE